

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

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In re: PROMESA
THE FINANCIAL OVERSIGHT AND Title III
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)
Debtors.¹

**AMENDED SUPPLEMENTAL VERIFIED STATEMENT REGARDING
DISINTERESTEDNESS OF O'NEILL & BORGES LLC PURSUANT TO
THE PUERTO RICO RECOVERY ACCURACY IN DISCLOSURE ACT²**

I, Carla García Benítez, hereby declare under penalty of perjury:

I am a Capital Member of O'Neill & Borges LLC ("O&B"), Puerto Rico counsel for the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as representative of the Commonwealth of Puerto Rico ("Commonwealth"), the Puerto Rico Sales Tax Financing Corporation ("COFINA"), the Puerto Rico Highways and Transportation Authority ("HTA"), the Employees Retirement System for the Commonwealth of Puerto Rico ("ERS"), the

¹ The Debtors in the jointly-administered Title III Proceedings, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² O'Neill & Borges LLC originally filed this supplemental verified statement on August 25, 20221, at Docket No. 21925. After such filing, the undersigned was advised that one of the supplemental responses provided in **Attachment A** required additional clarification. In compliance with its obligations under PRRADA, O'Neill & Borges LLC thus submits this amended version.

Puerto Rico Electric Power Authority (“PREPA”) and the Puerto Rico Public Buildings Authority jointly (“PBA,” and jointly with the Commonwealth, COFINA, HTA, ERS and PREPA referred to as “Debtors”), as Title III Debtors, by and through the Oversight Board, as the Debtors’ representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act*, 48 U.S.C. §§ 2101 *et seq.* (“PROMESA”)

I submit this supplemental declaration pursuant to section 2(b)(1) of the *Puerto Rico Recovery Accuracy in Disclosures Act*, Pub. L. No. 117-82 (“PRRADA”). The information provided herein was compiled by O&B from its members, associates, and other officers and employees, under the direction of myself and certain other members. To the extent any information disclosed herein requires amendment, supplementation, or modification upon O&B’s completion of further review if such review is requested by the Court, or as any additional material party in interest information becomes available, a supplemental declaration will be submitted to the Court reflecting such amendment or supplementation.

I. BACKGROUND

1. On December 16, 2016, the Oversight Board formally retained O&B as local Puerto Rico counsel [ECF No. 13891-7] (the “Oversight Board Engagement”) to assist it and the national firm selected by the Board to be its lead counsel, Proskauer Rose LLP (“Proskauer”), and O&B commenced rendering its services soon thereafter.

2. On May 3, 2017, the Oversight Board, as representative of the Commonwealth, commenced the Commonwealth’s Title III case (the “Petition Date”). The Oversight Board later commenced Title III cases for the remaining Debtors as their Title III representative (all jointly referred to as the “Title III Proceedings”).

3. Within the Title III Proceedings, and in accordance with the terms of the Oversight Board Engagement, O&B has rendered its services as local Puerto Rico counsel to the Oversight Board, including sponsoring Proskauer attorneys to appear *pro hac vice*, and providing support on Puerto Rico law matters to Proskauer. Moreover, and in accordance with the Oversight Board Engagement, in circumstances in which the Rules of Professional Conduct relating to conflicts dictated that we should not represent the Oversight Board, we have so advised the Oversight Board and have avoided such conflicting representation.

4. On January 20, 2022, President Joseph R. Biden Jr. signed PRRADA into law. PRRADA sets forth disclosure requirements for professional persons seeking compensation pursuant to sections 316 and 317 of PROMESA after PRRADA's enactment.

5. As Title III Puerto Rico counsel for the Oversight Board in many of the matters addressed within these Title III Proceedings, O&B receives compensation pursuant to PROMESA sections 316 and 317 and is, therefore, subject to PRRADA's disclosure requirements.

6. As required by the Court in its *Order Regarding Proposed List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosure Act* [ECF No. 20419], on March 29, 2022, the Oversight Board filed the *Notice of Filing Amended List of Material Interested Parties Pursuant to Puerto Rico Recovery Accuracy in Disclosures Act* [ECF No. 20458], which attached a list of material interested parties with respect to all Title III Debtors as Exhibit A thereto (the "MIP List"). The MIP List broke out the material interested parties (the "MIP") in separate schedules for each of the Title III Debtors.

7. On March 30, 2022, the Court entered the Order, which approved the MIP List and directed all professionals to file the disclosures required under PRRADA by May 16, 2022 [ECF No. 20467].

8. On June 24, 2022, the Court entered the *Order on Motion of the United States Trustee for Amendment of the Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* (ECF No. 20546) (the “Amending Order”) whereby, among other things, it granted hired professionals who had not yet filed PRRADA disclosures until July 15, 2022, to file the PRRADA disclosures [ECF No. 21334].

9. Within the term granted to it by the Court, specifically on July 12, 2022, O&B submitted my initial declaration [ECF No. 21485] (the “O&B PRRADA Disclosure”) setting forth O&B’s connections to the entities on the MIP List.

10. Following the filing of the initial O&B PRRADA Disclosure, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) requested certain additional information from O&B related to the disclosures set forth therein. After providing the additional information to the U.S. Trustee, the U.S. Trustee requested that O&B file the information in a supplemental declaration.

11. O’Neill & Borges LLC originally filed its supplemental verified statement, submitting the additional information requested by the U.S. Trustee, on August 25, 20221, at Docket No. 21925. After such filing, the undersigned was advised that one of the supplemental responses provided in Attachment A required additional clarification. In compliance with its obligations under PRRADA, and after consulting this matter with the U.S. Trustee, O’Neill & Borges LLC submits this amended version.

II. AMENDED SUPPLEMENTAL DISCLOSURE

12. O&B incorporates by reference the background information set forth in its initial O&B PRRADA Disclosures, which elaborate both the procedures usually followed by O&B prior

to engaging in any new task to identify any potential ethical conflicts, as well as the procedures implemented to identify and ascertain its connections to the MIP List entities and persons.

13. Furthermore, and in response to the additional queries received from the U.S. Trustee, I hereby supplement my initial declaration in the PRRADA Disclosures as set forth in *Attachment A: Responses to UST Inquiries.*

14. Although supplemented herein, all representations and disclosures in the initial PRRADA Disclosure remain true and correct.

III. AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

15. Based on the conflicts and survey processes conducted to date and described in the O&B PRRADA Disclosure, and the supplemental disclosures set forth herein, to the best of my knowledge and insofar as I have ascertained, (a) O&B is and has been at all times during its representation of the Oversight Board throughout these Title III Proceedings, a “disinterested person” as defined in 11 U.S.C. § 101(14) and pursuant to PRRADA section 2(e)(2)(A), relative to the persons and entities on the MIP List, (b) O&B does not represent or hold an adverse interest in connection with the Title III Proceedings pursuant to PRRADA section 2(e)(2)(B), and (c) O&B has no connection to parties on the MIP List except as disclosed in the O&B PRRADA Disclosure, and the supplemental disclosures herein.

16. To the extent any additional relevant information becomes known to O&B, O&B will file a further supplemental declaration pursuant to PRRADA section 2(b)(2).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Dated: December 1, 2022.
San Juan, Puerto Rico

Respectfully submitted,

/s/Carla García Benítez
Carla García Benítez
USDC-PR No. 203708

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CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/ Carla García Benítez

Carla García Benítez

Amended Attachment A: Responses to UST Inquiries regarding the Amended to Verified Statement Regarding Disinterestedness of O'Neill & Borges (ECF No. 21485 and 21925)

Garcia Decl.	Statement	U.S.T. Comments	O&B Response
¶ 30	O&B is subject to potential claims for recoveries relating to services provided to certain underwriters	Consider disclosing the names of the underwriters, dates that services were provided, and whether O&B is owed any fees. Also, disclose whether O&B advised the FOMB as to any matters relating to those securities.	Pursuant to the best information available to O&B, there are two transactions at issue where O&B represented the underwriter groups, one for securities issued by the Commonwealth of Puerto Rico and one for securities issued by PBA. Our representation for those transactions was undertaken on behalf of two separate underwriter groups composed of approximately 20 financial entities, each group led by a different leader. The underwriter group for the issuance of certain PBA securities in and around June 2012 was led by Goldman, Sachs & Co. and the underwriter group for the issuance of certain CW securities in and around 2014 was Barclays Capital, Inc. O&B is not and was not owed any fees relating to these transactions as of the date of the filing of the Title III Proceedings. Duff & Phelps and the FOMB, through its Special Claims Committee have analyzed these transactions. O&B did not advise Duff & Phelps or the FOMB, through its Special Claims Committee on any matters relating to the securities that are the subject of the potential claims.
Schedule 1, p. iii CPG/GS PR NPL, LLC	O&B assisted the MIP in several listed matters.	Please clarify whether these matters are unrelated to the Title III Proceedings and the Title III Debtors.	O&B has not assisted CPG/GS PR NPL, LLC on matters related to this litigation. O&B Has not represented Shell trading Company in the Title III Proceedings or in any claims against the Title III Debtors.

Garcia Decl.	Statement	U.S.T. Comments	O&B Response
Schedule 1, p. v MCS Advantage, Inc., MCS Life Insurance	O&B assisted the MIP in several listed matters.	Please clarify whether these matters are unrelated to the Title III Proceedings and the Title III Debtors.	O&B has not assisted the MIP MCS Advantage, Inc. or its related entities on matters related to the Title III Proceedings or the Title III Debtors.
Schedule 1, p. x Santander Asset Management	O&B assisted the MIP in several listed matters.	Please clarify whether these matters are unrelated to the Title III Proceedings and the Title III Debtors.	O&B has not assisted the MIP Santander Asset Management or its related entities on matters related to the Title III Proceedings or the Title III Debtors.
Schedule 1, p. x Shell Trading Company	O&B assisted the MIP in several listed matters.	Please clarify whether these matters are unrelated to the Title III Proceedings and the Title III Debtors.	O&B has assisted Shell Trading Company in a litigation matter involving PREPA that commenced approximately two-years before July 3, 2017, the date when the PREPA Title III Petition was filed, and in which the client and PREPA were codefendants with common interests. The civil action was eventually stayed by the Title III Proceeding. O&B has refrained from assisting either Shell Trading Company or the Oversight Board in issues relating to the potential lift of stay related to that civil action, or any other issues relating to the Title III proceeding.
Schedule 1, p. xii UBS Financial Services	O&B assisted the MIP in several listed matters.	Please clarify whether these matters are unrelated to the Title III Proceedings and the Title III Debtors.	Except as further elaborated herein, O&B has not assisted the MIP UBS Financial Services, or its related entities on matters related to the Title III Proceedings or the Title III Debtors. O&B was counsel of record for UBS in a civil action pending before the Puerto Rico Courts prior to the Title III filing of the ERS in which ERS eventually became averse to UBS. O&B resigned from the representation of UBS in that proceeding in late 2019. O&B did not participate in any matter relating to such Puerto Rico Court civil action within the ERS Title III case, nor did it advised the FOMB on any matters relating to the same.

Garcia Decl.	Statement	U.S.T. Comments	O&B Response
Schedule 3, p. i Government Development Bank of PR	Five members of the firm were bondholders in the MIP. The amounts invested were less than \$50,000.00 and the members position did not change as a result of any action on their part. The bonds have been replaced as a result of the GDB restructuring process.	Clarify whether the \$50,000 amount is for each of the members, or for all of them combined. Please disclose whether these members worked on any matters related to the Title III cases and/or the GDB, and when they made their investments.	The amounts invested by each member in the MIP Government Development Bank of PR were less than \$50,000.00 per each individual member; and the last purchase date for any of these five (5) members was in January, 2013, prior to the filing of the Title III Proceedings. Of the five (5) members, one (1) of those members has not performed any work related to the Title III proceedings. Of the other four (4) members, the member that billed the most amount of time to the Title III Proceedings has dedicated a bit less than 55 hours total to these matters, spread out between the six different Title III Debtors' proceedings up to July 31, 2022, over the more than five years that have transpired since the Title III Proceedings started. The remaining three (3) members that have provided assistance to the FOMB in addressing Title III matters have each billed less than 45 total hours each.
Schedule 3, p. i Puerto Rico Electric Power Authority	A member of the firm is a bondholder. The amounts invested were less than \$50,000.00, and the member's position has remained the same throughout the entire Title III proceeding.	Please disclose whether the member worked on any matters related to the Title III cases and/or PREPA, and when he made his investment.	The member has worked on limited matters related to the Title III Proceedings and/or PREPA. The amount of time this member has invested in assisting the FOMB on PREPA Title III matters was 3.3 hours total, from the date the PREPA Title III matter was initiated until July 31, 2022, a time period of more than five years. The investment was made in August, 2013, prior to the filing of the Title III Proceedings.
Schedule 3, p. i Puerto Rico Public Buildings Authority	Two members of the firm are bondholders. The amounts invested were less than \$50,000.00, and the members' positions have remained the same throughout the entire Title III proceeding.	Clarify whether the \$50,000 amount is for each of the members, or for all of them combined. Please disclose whether these members worked on any matters related to the Title III cases and/or the PBA, and when they made their investments.	The amounts invested by each of the two (2) members in PBA were less than \$50,000.00 per each individual member. Both investment were made in August 2011, prior to the filing of the Title III Proceedings. The two members have worked on limited matters related to the Title III Proceedings; but not on matters relating to the PBA Title III proceeding.

Garcia Decl.	Statement	U.S.T. Comments	O&B Response
Schedule 3, p. i Puerto Rico Sales Tax Financing Corporation	Three members of the firm are bondholders. The amounts invested were less than \$50,000.00, and the member's position has remained the same throughout the entire Title III proceeding.	Clarify whether the \$50,000 amount is for each of the members, or for all of them combined. Please disclose whether these members worked on any matters related to the Title III cases and/or COFINA, and when they made their investments.	The amounts invested by each member in COFINA were less than \$50,000.00 per each individual member; and the last purchase date for any of these three (3) members was in September, 2013, prior to the filing of the Title III Proceedings. Of the three (3) members, one (1) of those members has not performed any work related to the Title III proceedings. Of the other two (2) members that have worked on limited Title III related matters, one of them has not provided any legal assistance related to the COFINA Title III Proceeding, while the other one worked a total of 6 hours on matters related to the COFINA Title III proceeding proceedings between 2017 and to July 31, 2022, a time period of over five years.